

## **EXHIBIT D**

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<TYPE>10KSB  
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SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 10-KSB

☒ ANNUAL REPORT UNDER SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934

☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended: December 31, 2004

Commission file number 000-33415

CYBERLUX CORPORATION

-----  
(Exact name of registrant as specified in its charter)

Nevada

91-2048178

-----  
(State or other jurisdiction of  
incorporation or organization)

-----  
(I.R.S. Employer  
Identification No.)

4625 Creekstone Drive, Suite 100  
Research Triangle Park  
Durham, North Carolina

27703

-----  
(Address of principal executive offices)

-----  
(zip code)

Issuer's Telephone Number: (919) 474-9700

Securities registered under Section 12(b) of the Exchange Act:  
None

Securities registered under Section 12(g) of the Exchange Act:  
Common Stock, \$.001 par value  
(Title if Class)

Indicate by check mark whether the registrant (a) has filed all reports  
required to be filed by Section 13 or 15(d) of the Securities Exchange Act of  
1934 during the preceding 12 months (or for such shorter period that the  
registrant was required to file such reports), and (b) has been subject to such  
filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark if disclosure of delinquent filers pursuant to Item  
405 of Regulation S-B is not contained herein, and will not be contained, to the  
best of registrant's knowledge, in definitive proxy or information statements  
incorporated by reference in Part III of this Form 10-KSB or any amendment to  
this Form 10-KSB. ☐

As of March 28, 2005 the aggregate market value of the registrant's Common  
Stock held by non-affiliates of the registrant was approximately \$1,329,055.85,  
based upon the closing sales price on the Nasdaq Over-The-Counter Bulletin Board  
for that date.

The number of shares of Common Stock, \$.001 par value, outstanding on  
March 28, 2005, was 29,836,117 shares, held by approximately 220 stockholders.

The issuer's revenues for its most recent fiscal year ended December 31,  
2004 were \$23,803.

Transitional Small Business Disclosure Format (check one): Yes ☐ No ☒

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CYBERLUX CORPORATION  
ANNUAL REPORT ON FORM 10-KSB  
For the Fiscal Year Ended December 31, 2004

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and 8,049,141 shares issued and outstanding as of December 31, 2004 and December 31, 2003 respectively	23,770	8
Additional paid-in capital	9,099,302	2,337
Subscriptions receivable	--	(276)
Accumulated deficit	(10,847,683)	(4,021)
	-----	-----
Deficiency in stockholders' equity	(1,723,810)	(1,952)
	-----	-----
Total liabilities and (deficiency) in stockholders'	\$ 557,341	\$ 321
	=====	=====

&lt;/TABLE&gt;

The accompanying notes are an integral part of these financial statements

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CYBERLUX CORPORATION  
(A Development Stage Company)  
STATEMENTS OF OPERATIONS

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	For the Year Ended Dec. 31, 2004 <C>	For the Year Ended Dec. 31, 2003 <C>	For the Period May 17, 2000 (Inception) to December 31 2004 <C>
<S> Revenue	\$ 23,803	\$ 74,238	\$ 98,041
Cost of goods sold	(160,260)	(161,984)	(322,244)
	-----	-----	-----
Gross (loss)	(136,457)	(87,746)	(224,203)
Operating Expenses:			
Marketing and advertising	109,651	20,820	257,519
Depreciation and amortization	47,686	246,598	386,086
Organization costs	--	--	25,473
Research and development	391,421	--	635,485
Management and consulting services - related party	445,997	504,000	1,717,319
General and administrative expenses	3,103,689	497,384	3,992,767
Total operating expenses	4,098,444	1,268,802	7,014,649
(Loss) from operations	(4,234,901)	(1,356,548)	(7,238,852)
Other income/(expense)			
Interest income	282	--	321
Interest expense	(1,600,087)	(138,008)	(1,881,760)
Debt acquisition costs	(191,142)	--	(191,142)
Net loss before preferred dividend	(6,025,848)	(1,494,556)	(9,311,433)
Preferred dividend - Beneficial conversion discount on convertible preferred	800,000	736,250	1,536,250
Net loss available to common stockholders	\$ (6,825,848)	\$ (2,230,806)	\$ (10,847,683)
Weighted average number of common shares outstanding, basic and fully diluted	16,701,174	7,652,012	
Net loss per share - Basic and fully diluted	\$ (0.41)	\$ (0.29)	
Preferred dividend	\$ 96,000		

&lt;/TABLE&gt;

The accompanying notes are an integral part of these financial statements